

J. WARD O'NEILL
 BERNARD D. ATWOOD
 JAMES M. ESTABROOK
 EDWARD H. MAHLA
 JOHN C. MOORE
 MACDONALD DEMING
 WILLIAM J. JUNKERMAN
 GORDON W. PAULSEN
 M. E. DEORCHIS
 WILLIAM P. KAIN, JR.
 DAVID P. H. WATSON
 RICHARD G. ASHWORTH
 EDWARD L. JOHNSON
 RICHARD B. BARNETT
 MAURICE L. NOYER
 SANFORD C. MILLER
 FRANCIS X. BYRN
 THOMAS R. H. HOWARTH
 STEPHEN K. CARR
 WALTER E. RUTHERFORD
 R. GLENN BAUER
 THEODORE M. SYSOL
 CARROLL E. DUBUC
 THOMAS F. MOLANPHY
 LENNARD K. RAMBUSCH
 JAMES J. SENTNER, JR.
 RANDAL R. CRAFT, JR.
 WILLIAM J. HONAN, III
 CHESTER D. HOOPER
 EMIL A. KRATOVIL, JR.
 JOHN J. REILLY
 BARTON T. JONES
 RICHARD D. BELFORD

HAIGHT, GARDNER, POOR & HAVENS

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 ITT TELEX: 424674
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WASHINGTON OFFICE
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CARROLL E. DUBUC
 RESIDENT PARTNER, WASHINGTON

RALPH E. CASEY
 JOHN W. MCCONNELL, JR.
 OF COUNSEL, WASHINGTON

RECORDATION NO. 10461-A Filed 1425

JUL 3 1979 - 11 28 AM

INTERSTATE COMMERCE COMMISSION

July 2, 1979

No. 3-10461-163
 Date JUL 3 1979
 Fee \$10.00

ICC Washington, D. C.

Secretary
 Interstate Commerce Commission
 Washington, D.C. 20423

Dear Sir:

* We are special counsel for General Electric Credit Corporation ("GECC") and we enclose for filing with and recording by the Interstate Commerce Commission four counterparts of Lease Supplement No. 1 dated as of July 1, 1979 between ITEL Corporation (the "Lessee"), acting through its Rail Division, Two Embarcadero Center, San Francisco, California 94111 and The Connecticut Bank and Trust Company, a Connecticut banking corporation, acting not in its individual capacity but solely as Trustee (the "Lessor") under a Trust Agreement dated as of May 1, 1979 with GECC; the Lessor's address is One Constitution Plaza, Hartford, Connecticut 06115.

Lease Supplement No. 1 is an amendment to a Lease of Railroad Equipment dated as of May 1, 1979, between the Lessee and the Lessor, which has been previously recorded with the Interstate Commerce Commission on June 7, 1979, and which was assigned recordation number 10461.

The Lease Supplement No. 1 relates to the following equipment:

One hundred seventy-two (172) 50'6" 70-ton boxcars (AAR mechanical designation XM) bearing the identifying numbers (each of which is preceded with the letters GBW) 7050 through 7053, 7055 through 7064, 7066 through

*This enc
 is 10461-A*

Country of H. Gardner

RECEIVED
 JUL 3 11 12 AM '79
 T.C.C.
 FEE OPERATION SR

2- Interstate Commerce Commission

7087, 7090 through 7150, 7152 through
7177, 7179, 7181 through 7199, 7204,
7211, 7219, 7225, 7230, 7238, 7268,
7270 through 7273, 7277, 7281, 7284,
7291 through 7294, 7304, 7307, 7310,
7314, 7321, 7326, 7328, 7329, 7341,
7346, and 7348, inclusive of all num-
bers.

The words "SUBJECT TO AN AGREEMENT FILED WITH
THE INTERSTATE COMMISSION" will be printed on the side of
each unit.

* A check in the amount of \$10.00 is enclosed to
cover filing fees.

Please return all additional copies of the en-
closed counterparts not required for filing by the Inter-
state Commerce Commission to Allen Harrison of Wilmer,
Cutler and Pickering who will be delivering this letter
on our behalf.

Very truly yours,

HAIGHT, GARDNER, POOR & HAVENS

By


Charles S. Wassell

CSW:pd

* Enclosures

LEASE SUPPLEMENT NO. 1 JUL 3 1979 - 11 22 AM

INTERSTATE COMMERCE COMMISSION
THIS LEASE SUPPLEMENT NO. 1 dated as of July 1, 1979 between The Connecticut Bank and Trust Company, acting not in its individual capacity but solely as Trustee (the "Trustee") under a Trust Agreement dated as of May 1, 1979 with General Electric Credit Corporation (the "Owner") and Itel Corporation (the "Lessee"), acting through its Rail Division.

W I T N E S S E T H :

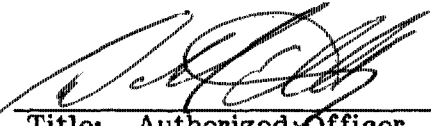
The Trustee and the Lessee have heretofore entered into a Lease of Railroad Equipment dated as of May 1, 1979 (the "Lease") providing for the execution and delivery of Lease Supplements substantially in the form hereof. The terms defined in the Lease shall have the same meanings when used herein except as the context hereof otherwise requires.

The Trustee and the Lessee hereby acknowledge and agree that Schedule 1 hereto correctly sets forth the term of the Lease with respect to the Units described therein, the basic rent Payment Dates, the Purchase Price, and termination date of the Lease with respect to such Units.

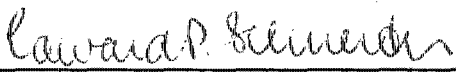
The execution of this Lease Supplement will in no way relieve or decrease the responsibility of the Builder of the Equipment for any warranties it has made with respect to the Equipment and is without prejudice to any right which the Trustee or the Lessee may have against such Builder or any other person, except as otherwise provided in the Lease.

This Lease Supplement may be executed in several counterparts, each of which so executed shall be deemed to be an original and in each case such counterpart shall constitute but one and the same instrument.

The Connecticut Bank and Trust Company,
not in its individual capacity but solely as
Trustee,

By 
Title: Authorized Officer
Trustee

Itel Corporation

By 
Title: VP - Treasurer
Transportation Services Group
Lessee

SCHEDULE 1 TO LEASE SUPPLEMENT

July 1, 1979

Description of Units of Equipment: 50'6" 70 ton Boxcars
AAR Mechinal Destination XM

Including Car Numbers: See List Below

Builder: ACF Industries, Inc.

Purchase Price: 143 @ \$39,391.71 per Unit of
Equipment or an aggregate
Purchase Price of \$5,633,014.53

Basic Rent Payment Dates: January 1 and July 1

Lease Termination Date: July 1, 1994

All units bearing car numbers as follows with prefix GBW:

Car Numbers:

7055	7057	7059	7064	7066	7067	7069	7070	7073
7075	7077	7078	7080	7100	7104	7105	7106	7107
7110	7113	7116	7119	7121	7124	7125	7126	7128
7129	7133	7134	7136	7137	7140	7142	7143	7144
7146	7148	7149	7150	7152	7153	7154	7156	7160
7161	7162	7163	7164	7165	7166	7167	7170	7172
7174	7175	7176	7177	7179	7181	7182	7183	7184
7185	7186	7187	7188	7189	7190	7191	7192	7193
7194	7195	7196	7197	7198	7199	7050	7051	7052
7053	7056	7058	7060	7061	7062	7063	7068	7071
7072	7074	7076	7079	7081	7082	7083	7084	7085
7086	7087	7090	7091	7092	7093	7094	7095	7096
7097	7098	7099	7101	7102	7103	7108	7109	7111
7112	7114	7115	7117	7118	7120	7122	7123	7127
7130	7131	7132	7135	7138	7139	7141	7145	7147
7155	7157	7158	7159	7168	7169	7171	7173	

SCHEDULE 1 TO LEASE SUPPLEMENT

July 1, 1979

Description of Units of Equipment
including car numbers:

50'6" 70 ton boxcars
AAR mechanical Destination XM

All units bearing car numbers
as follows with prefix GBW:

7211	7204
7219	7225
7268	7230
7270	7272
7277	7273
7304	7293
7307	7294
7238	7310
7271	7314
7281	7326
7284	7328
7291	7329
7292	7341
7321	7346
	7348

Builder: ACF Industries, Inc.

Purchase Price: 29 @ \$41,769.55 per Unit of Equipment or an
aggregate Purchase Price of \$1,211,316.95

Basic rent Payment Dates: January 1 and July 1

Lease Termination Date: July 1, 1994

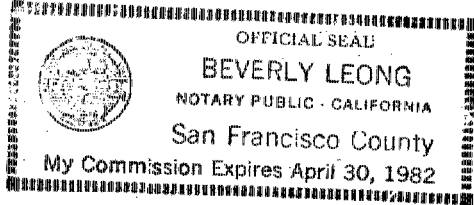
1439/17

STATE OF CALIFORNIA

CITY AND COUNTY OF
SAN FRANCISCO

)
)
) SS:

On this 26th date of June 1979, before me personally appeared Edward T. Schmitt to me personally known, who, being by me duly sworn, says that he is Authorized Officer of ITEL Corporation that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of ~~this~~^{its} board of directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Beverly Leong
Notary Public

Notarial Seal

My Commission expires:

STATE OF CONNECTICUT

COUNTY OF HARTFORD

)
)
) SS:

On this 28th of June 1979, before me personally appeared DONALD E. SMITH, to me personally known, who, being by me duly sworn, says that he is ASSISTANT VICE PRESIDENT of THE CONNECTICUT BANK AND TRUST CO., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of ~~this~~^{its} board of directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Barbara S. Kacich
Notary Public

Notarial Seal

My Commission expires:

BARBARA S. KACICH
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1982

6/7/79

Interstate Commerce Commission
Washington, D.C. 20423

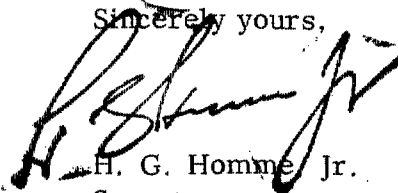
OFFICE OF THE SECRETARY

Thomas J. Whalen
Haight, Gardner, Poor & Havens
One State Street Plaza
New York, N.Y. 10004

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **6/7/79** at **3:25pm**, and assigned recordation number(s). **10362-A & 10461**

Sincerely yours,


H. G. Homme Jr.
Secretary

Enclosure(s)

SE-30
(3/79)